

The Companies Act, 2013

Public Company Limited by Shares

Memorandum

and

Articles of Association

of

THE GROB TEA COMPANY LIMITED

CIN: L15494WB1895PLC000963

Registered Office: "HAUTE STREET" 9TH FLOOR, 86A, TOPSIA ROAD
KOLKATA WB 700046

**Registered and incorporated as a public company on
7th January, 1895.**

The Companies Act, 2013
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
THE GROB TEA COMPANY LIMITED

- I. The Name of the Company is **"THE GROB TEA COMPANY LIMITED."**
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III. The objects of the Company are-
 - A. The objects to be pursued by the Company on its incorporation and thereafter are:**
 1. To acquire and take over the business and goodwill of the Grob tea Company Limited, together with the tea estate, plantations, gardens, factories and lands of the said Company situated in the District of Assam and all the houses, erections, buildings, machinery implements, utensils, live and dead stock, and all p[roperty of whatever kind thereunto belonging and to undertake all the liabilities of the said Company in relation to their business and for that purpose to enter into and carry into effect an agreement expressed to be made between the Grob Tea Company Limited (therein referred to as the Old Company) for the first part, its Liquidators of the second part and the Company (therein referred to as the New Company) of the third part, a copy whereof is set forth I the schedule to the Articles of Association of the Company.
 2. To carry on the business of manufacturing including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of electrical components like LED, Lamps, Bulbs, Tube light and all light products.
 3. To carry on the business of manufacturing, buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, manufacturing, dealing in any manner whatsoever in all type of goods on retail as well as wholesale, whether as owners, co-owners, joint ventures, operators, franchisees, franchisors, and/or any other business model, in India or elsewhere, either alone or jointly, with one or more persons, and whether under its brand name and/or that of one companies, government, or other entities and bodies of any kind as well as on wholesale basis in India or elsewhere and all other lawful activities.
 4. To carry on all such business connected with the acquisition, hiring, leasing, planting, irrigation and cultivation of the said Tea Estate and lands and the rendering merchantable and disposing of the produce thereof as is usually or may conveniently be associated with the plantation and cultivation of tea gardens and the manufacture, export and sale of tea.

5. To cultivate Tea, Coffee and other produce; to carry on the business of Tea Planters in all its branches; to carry on the business of cultivators, winners and buyers of every kind of cereal, vegetable and other produce of the soil; to prepare manufacture and render marketable any such produce of the soil; to sell, dispose of and deal in any such produce either in its prepared, manufactured or raw state and either its prepared, manufactured or raw state and either by wholesale or retail; and to carry on any business connected with any of the above purposes and which are usually or may conveniently be associated with the plantation and cultivation of tea gardens and the manufacture, export and sale of tea or any others of the purpose mentioned in this clause.
6. To carry on the business of timber growers, timber merchants and saw mill proprietors and to buy, sell, grow, prepare for market wood and fuel of all kinds in the manufacture of which timber or wood is used.

B. Matters Which Are Necessary For Furtherance Of The Objects Specified In Clause III(A) Are :—

1. To acquire by purchase or by grant or lease from Government or by conveyance, lease or assignment from any other company, person or persons any other tea estate or lands and to construct and maintain factories, establishments, works, buildings and erections for all or any of the purposes aforesaid and to acquire or make machinery implements and articles required to be used for any such purposes and to carry on as principals or agents any branch of agricultural manufacturing or mercantile business for which the Company's lands tea gardens, establishments, property and servants may be conveniently applicable consistently with all or any of the purposes aforesaid.
2. To make roads, railways, tramways, canals and aqueducts for the development of the Company's property and convenient carrying on of their business and to acquire and work locomotives, vessels and means of transport and to act as carries by land or water in connection with any means of transport and to act as carries by land or water in connection with any of the objects aforesaid.
3. To search for prospects, examine and explore mines and land supposed to contain minerals or precious stones and to purchase or otherwise acquire and to sell or otherwise dispose of mines and mining rights of all kinds and to work and turn to account mines and mining rights.
4. To promote, subscribe to, or assist any public or private work or undertaking offering facilities for the purposes of the Company and to hold shares or interests in the Company or partnership offering such facilities.
5. To lease, let on hire, mortgage, pledge, sell or otherwise dispose of the whole or any part of the undertaking of the Company, or any land, business, property rights or assets of any kind of the Company or any share or interest therein respectively, in such manner and for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any Company or Corporation having objects altogether or in part similar to those of the Company.

6. To make, accept, endorse, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferrable instruments.
7. To take or otherwise acquire and hold shares, debentures or securities of any company or corporation having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
8. To raise money in such manner as the Company shall think fit and in particular by the issue of debentures charged upon all or any of the Company's property (both present and future) including its uncalled capital and to apply the same or any part thereof for all or any of the purpose of the Company.
9. To acquire the whole or any part of the property or business of any person or company having objects similar to any of the objects of the Company and to assume the liabilities or any of the liabilities of any such persons or other company on terms of amalgamation or otherwise.
10. To amalgamate with any other Company or Corporation having objects altogether or in part similar to those of the Company or with a body of persons carrying on any business which or any part of which the Company is authorised to carry, on terms and conditions and for such consideration as the Company may think fit.
11. To grow, cultivate, produce, manufacture, render marketable and deal in indigo, flax, fibre, grain, seeds, sugar, rubber and every kind of produce or products of the soil and products of agriculture or husbandry, and either by wholesale or retail, and to enter into arrangements with growers for the supply of the same.
12. To carry on the business of Seed crushers, oil extractors by crushing chemical or any other processes, oil refineries, manufactures of and dealers in oil cake and meal, cattle food and feeding and fattening preparations, refiners and manufacturers of sugar and all the products of sugar and oil merchants.
13. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
14. To lend money to guarantee to such persons, bodies corporate, association of persons, firms and on such terms as may seem expedient.
15. To acquire, sell, improve, manage, develop, exchange, mortgage, dispose off, turn to account or otherwise deal with any of the property acquired or in the Company's possession and rights of the Company.
16. To carry on the business of brokerage and as financiers, and to undertake and carry on, and to execute all kinds of financial, commercial trading and other operations, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents against commission or a suitable remuneration.
17. To enter into partnership or joint venture to carry or such business which the Company is entitle to carry on.

18. And generally to do and perform all such other acts and things as may in the opinion of the Directors of the Company for the time being be incidental or conducive to the attainment of the above objects or any of them.

IV. The liability of the members is limited.

V. The capital of the Company is Rs. 3,00,00,000 (Rupees Three Crores) divided into 30,00,000 (Thirty lakhs) Equity Shares of Rs. 10/- each and with the power to increase or reduce the Capital and to divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential deferred or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the Company.

We the several persons whose names, addresses & descriptions are subscribed hereunder the desirous of being formed into a Company, in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

| Name, Addresses Description of Subscribers | Number of Equity Shares taken by each Subscriber | Name, Address and description of Witness |
|--|--|---|
| D. KING Bengal Club, Calcutta, Banker | 1 (One) | MUTTYLAL MITTER |
| O.B. GRIFFITHS 3 Mangoe Lane, Calcutta Broker | 1 (One) | |
| P.F. HEDGER 1, Hastings Street, Calcutta Solicitor | 1 (One) | |
| J. S. FRASER Calcutta, Banker | 1 (One) | |
| GEO. WARD Calcutta Banker | 1 (One) | |
| J. A. TOOME 3, Council House Street, Calcutta Bank Manager | 1 (One) | |
| S. N. SMELLIE 2, Swallow Lane, Calcutta Stock Broker | 1 (One) | |
| Total No. Of Shares Taken | 7 (Seven) | |

Dated the 3rd day of January 1895

Certified to be true copy
The Grob Tea Co. Ltd.

Kishra Mohata

Company Secretary